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THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF MANCHESTER COMMUNICATION ACADEMY

1 The Company's name is **MANCHESTER COMMUNICATION ACADEMY** (and in this document it is called "the Trust")

2 The Trust's registered office is to be situated in England and Wales

3 The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with a strong emphasis on, but in no way limited to, digital communications ("the Academy")

4 In furtherance of the Objects but not further or otherwise the Trust may exercise the following powers -

(a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust,

(b) to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

(c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,

(d) subject to clause 5 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants provided that such staff shall not be governors, save for the Principal of the Academy and staff or teacher governors elected in accordance with the Academy's Articles of Association,

(e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects,

(f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them,

(g) to pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust,

(h) to establish, maintain, carry on, manage and develop the Academy at Queen's Road, Manchester,

(i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils,

20-11-08 35

(j) to provide educational facilities and services to students of all ages and the wider community for the public benefit,

(k) to carry out research into the development and application of new techniques in education in particular in relation to the Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in Academies,

(l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit,

(m) to invest the moneys of the Trust not immediately required for the furtherance of its Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,

(n) to provide indemnity insurance to cover the liability of governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust provided that any such insurance shall not extend to any claim arising from any act or omission which the governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the governors in their capacity as governors,

(o) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy, and

(p) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects

5 (1) The income and property of the Trust shall be applied solely towards the promotion of the Objects and none of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust This does not prevent a member who is not also a governor receiving reasonable and proper remuneration for any goods or services supplied to the Trust

(2) (a) A governor may at the discretion of the Governing Body be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust but excluding expenses in connection with foreign travel.

(b) A governor may benefit from any indemnity insurance purchased at the Trust's expense to cover the liability of the governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Trust provided that any such insurance shall not extend to any claim arising from any act or omission which governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard to whether it was a breach of trust or breach of duty or not and

provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against governors in their capacity as directors of the Trust

(3) No governor may

(a) buy any goods or services from the Trust,
(b) sell goods, services or any interest in land to the Trust,
(c) be employed by, or receive any remuneration from, the Trust, or
(d) receive any other financial benefit from the Trust,

unless

(i) the payment is permitted by sub-clause (4) of this clause and the governors follow the procedure and observe the conditions set out in sub-clause (5) of this clause, or
(ii) the governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

(4) (a) A governor may receive a benefit from the Trust in the capacity of a beneficiary of the Trust

(b) A governor may be employed by the Trust or enter into a contract for the supply of goods or services to the Trust other than for acting as a governor

(c) A governor may receive interest on money lent to the Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the governors

(d) A company of which a governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the governor holds no more than 1% of the issued capital of that company

(e) A governor may receive rent for premises let by the governor to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper

(5) (a) The Trust and its governors may only rely upon the authority provided by sub-clause 5(4) if each of the following conditions is satisfied

(i) The remuneration or other sums paid to the governor do not exceed an amount that is reasonable in all the circumstances

(ii)The governor is absent from the part of any meeting at which there is discussion of

- his or her employment or remuneration or any matter concerning the contract, or
- his or her performance in the employment or his or her performance of the contract, or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(4), or
- any other matter relating to a payment or the conferring of any

benefit permitted by sub-clause 5(4)

(iii)The governor does not vote on any such matter and is not to be counted when calculating whether a quorum of governors is present at the meeting

(iv)The other governors are satisfied that it is in the interests of the Trust to employ or to contract with that governor rather than with someone who is not a governor In reaching that decision the governors must balance the advantage of employing a governor against the disadvantages of doing so (especially the loss of the governor's services as a result of dealing with the governor's conflict of interest)

(v)The reason for their decision is recorded by the governors in the minute book

(vi)A majority of the governors then in office have received no such payments

(b) The employment or remuneration of a governor includes the engagement or remuneration of any firm or company in which the governor is

(i) a partner,
(ii) an employee,
(iii) a consultant,
(iv) a governor, or
(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the governor holds less than 1% of the issued capital

(6) In sub-clauses (2)-(5) of this clause 5

(a) "company" shall include any company in which the Trust
a) holds more than 50% of the shares, or
b) controls more than 50% of the voting rights attached to the shares, or
c) has the right to appoint one or more governors to the Board of the company, and

(b) "governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner

6 The liability of the members of the Trust is limited and, specifically, limited by the provisions of clause 7

7 Every member of the Trust undertakes to contribute an amount not exceeding £10 to the Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Trust's debts and liabilities before he or she ceases to be a member such amount also including

(i) the costs, charges and expenses of winding up and

(ii) for the adjustment of the rights of the contributories among themselves

8 If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust but

shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by clause 4 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object

9 No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which section 30 of the Companies Act 1985 applies or (b) that the Trust would cease to be a charity

WE, the persons whose names and addresses are written below wish to be formed into a company under this Memorandum of Association.

NAME & ADDRESS OF SUBSCRIBERS	SIGNATURE	WITNESS
British Telecommunications plc 1 Portland Street Manchester M60 1HR	Authorised Signatory	Vachas Mohammed Mace Group Lower Ground Floor Eastgate Castle Street Manchester M3 4JZ Assistant Project Manager
Council of the City of Manchester Town Hall Albert Square Manchester M60 2LA	E J. Tilley Authorised Signatory	JOHN EDWARDS DEPUTY DIRECTOR OF CHILDREN'S SERVICES TOWN HALL EXTENSION MANCHESTER CITY COUNCIL MANCHESTER M60 1AF
The Manchester College Openshaw Campus Ashton Old Road Manchester M11 2WH	Authorised Signatory	Claire Costello Manchester College Ashton Old Road Manchester M11 2WH Personal Assistant

Dated 10 November 2008

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF MANCHESTER COMMUNICATION ACADEMY

INTERPRETATION

1 In these Articles -

"the Academy"	means the school as referred to in clause 3 of the memorandum known as Manchester Communication Academy and established by the Trust,
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
"appointed governor"	means a Lead Sponsor, Co-Sponsor, Local Authority, co-opted or additional governor appointed under the articles,
"the articles"	means these articles of association of the Trust,
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect,
"clerk"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary The secretary shall be known as the 'clerk' under article 71,
"Co-Sponsor"	means the Manchester College, a subscriber to the memorandum and articles,
"elected governor"	means a parent governor or staff governor elected under these articles,
"executed"	includes any mode of execution,
"the governors"	means the directors of the Trust (and "governor" has a corresponding meaning),
"the Governing Body"	means the governors,
"Lead Sponsor"	means British Telecommunications plc a subscriber to the memorandum and articles,
"Local Authority"	means Manchester City Council, a subscriber to the memorandum and articles,
"member"	means a member of the Trust and someone who as such is bound by the undertaking contained in clause 7 of the memorandum,

"the memorandum"	means the memorandum of association of the Trust,
"Principal"	means the head teacher of the Academy
"the seal"	means the common seal of the Trust if it has one,
"Secretary of State"	means the Secretary of State for Children, Schools and Families,
"teacher"	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher,
"the Trust"	means the company intended to be regulated by the articles,
"the United Kingdom"	means Great Britain and Northern Ireland

Words importing the masculine gender only shall include the feminine gender Words importing the singular number only shall include the plural number, and vice versa

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act

OBJECTS

2 The Trust is established for the objects expressed in the memorandum

MEMBERS

3 The members of the Trust shall comprise

(a) the Lead Sponsor,

(b) the Co-Sponsor,

(c) the Local Authority,

(d) up to 1 person appointed by the Secretary of State, and

(e) any person appointed under article 6

4 Each of the persons entitled to appoint members in article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise

5 If any of the persons entitled to appoint members in article 3 die or become legally incapacitated their right to appoint members under these articles shall vest in the remaining members

5A Membership will terminate automatically if

a) a member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,

b) a member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or

c) a member becomes insolvent or makes any arrangement or composition with that member's creditors generally

6 The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members

7 Every person appointed as a member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member

8 (a) A member wishing to resign shall provide written notice addressed to the chairman of the Governing Body and delivered to the registered office of the Trust

(b) The resignation shall take effect 12 months from the date on which the written

notice is received at the registered office of the Trust or such earlier date as may be agreed by all of the members

(c) In the event of a member giving notice of resignation the remaining members shall use all reasonable endeavours to identify and appoint a replacement member at the earliest opportunity

GENERAL MEETINGS

9 The Governing Body may choose whether or not to hold a general meeting in each year When the Governing Body decides to hold a general meeting then such meeting shall be held at such time and place as the Governing Body shall appoint

10 The Governing Body may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act If there are not within the United Kingdom sufficient governors to call a general meeting, any governor or any member of the Trust may call a general meeting

NOTICE OF GENERAL MEETINGS

11 All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at meetings of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such

The notice shall be given to all the members, to the governors and auditors

12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS.

13 No business shall be transacted at any meeting unless a quorum is present A member counts towards the quorum by being present in person, by proxy or by telephone,

video conferencing or other communications equipment provided that he can hear, comment and vote on the proceedings and can be heard by all other participants in the meeting Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum

14 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine

15 The chairman, if any, of the governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman

16 If no governor is willing to act as chairman or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

17 A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

18A The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

18B The Lead Sponsor shall have the right to require that any members' meeting be adjourned if its appointed representative cannot attend The meeting shall be adjourned to such time and place as is specified by the Chairman of the Governing Body but must be held within fourteen days of the date from which it is adjourned The Lead Sponsor shall not be entitled to require any further adjournment of that meeting

19 A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded -

(a) by the chairman, or

(b) by at least two members having the right to vote at the meeting , or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

20 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

21 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

22 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote and a resolution which fails to achieve the required majority vote in favour shall be lost

24 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other that the question on which the poll is demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

25 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

26 A resolution approved by such number of members as would have been required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in like form each approved by one or more members

VOTES OF MEMBERS

27 On a show of hands every member present in person shall have one vote On a poll every member present in person or by proxy shall have one vote

28 NOT USED

29 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid

30 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

31 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve) -

> "I/We, , of , being a member/members of the above named trust, hereby appoint of , or failing him, of . as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Trust to be held on 200[ ], and at any adjournment thereof

Signed on 200[ ]"

32 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve)-

> "I/We, , of , being a member/members of the above-named trust, hereby appoint of , or failing him of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Trust, to be held on 200[ ], and at any adjournment thereof
>
> This form is to be used in respect of the resolutions mentioned below as follows
>
> Resolution No 1 *for * against
>
> Resolution No 2 *for * against
>
> * Strike out whichever is not desired
>
> Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting
>
> Signed on 200[ ]"

33 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the governors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll,

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the clerk or to any governor,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

34 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

35 Any organisation which is a member of the Trust may by resolution of its board of

governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust

GOVERNORS

36 Save for and without prejudice to the Secretary of State's right to appoint additional governors under Articles 51 to 53 the number of governors shall not be less than six and shall not be more than thirteen

37 Subject to article 39 the Trust shall have the following governors

(a) 2 governors appointed by the Lead Sponsor,

(b) 2 governors appointed by the Local Authority,

(c) 1 governor appointed by the Co-Sponsor,

(d) 1 parent governor,

(e) up to 2 staff governors (as determined by the Governing Body from time to time),

(f) the Principal, and

(g) 4 co-opted governors

The Trust may also have the following governors

(h) any additional governor appointed under article 53

38 The first governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under articles 37(a), 37(b) and 37(c)

39 Future governors required by article 37 shall be appointed or elected, as the case may be, under the articles Where it is not possible for such a governor to be appointed or elected due to the fact that the Academy is not yet established then the relevant article or part thereof shall not apply

APPOINTMENT AND ELECTION OF GOVERNORS

40 The Lead Sponsor, Local Authority and Co-Sponsor shall appoint governors in accordance with articles 37(a), 37(b) and 37(c)

41 The Principal shall be a member of the governing body who shall be treated for all purposes as being an ex officio governor

42 The elected parent governor shall be elected by parents of registered pupils at the Academy A parent governor must be such a parent at the time when he is elected The number of parent governors required shall be made up by parent governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies

43 The Governing Body shall make all necessary arrangements for and determine all

other matters relating to an election of parent governors, including any question of whether a person is a parent of a registered pupil at the Academy Any election of parent governors which is contested shall be held by secret ballot

44 The arrangements made for the election of a parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Trust by a registered pupil at the Academy

45 Where a vacancy for a parent governor is required to be filled by election the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate and vote at the election and given an opportunity to do so

46 In appointing a parent governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

47 The elected staff governors shall be elected by the teachers and such other staff as shall be employed by the Trust at the time of the election from amongst their number

48 The Governing Body shall make all necessary arrangements for and determine all other matters relating to any election of staff governors Any election of staff governors which is contested shall be held by secret ballot

49 Where a vacancy for a staff governor is required to be filled by election the Governing Body shall take such steps as are reasonably practical to secure that all teachers and other staff employed by the Trust at that time are informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate and vote at the election and given an opportunity to do so

CO-OPTED GOVERNORS

50 The governors appointed by the Lead Sponsor and the Co-Sponsor shall appoint 4 co-opted governors Prior to appointing a co-opted governor the governors appointed by the Lead Sponsor and the Co-Sponsor shall consult the Governing Body A 'co-opted governor' means a person who is appointed to be a governor pursuant to this Article 50

APPOINTMENT OF ADDITIONAL GOVERNORS

51 The Secretary of State may give a warning notice to the Governing Body where—

(a) he is satisfied—

that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 53, or

that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing or is likely to prejudice such standards of performance, or

that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise), and

(b) the Secretary of State has previously informed the Governing Body of the matters on which that conclusion is based, and

(c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period

52 For the purposes of article 51 a 'warning notice' is a notice in writing by the Secretary of State setting out—

(a) the matters referred to in Article 51(a),

(b) the action which he requires the Governing Body to take in order to remedy those matters, and

(c) the period within which that action is to be taken by the Governing Body ('the compliance period')

53 The Secretary of State may appoint additional governors as he thinks fit if the Secretary of State has

(a) given the Governing Body a warning notice in accordance with article 51, and

(b) the Governing Body has failed to comply or secure compliance with the notice to the Secretary of State's satisfaction within the compliance period, and

(c) the Secretary of State has given reasonable notice in writing to the Governing Body that he proposes to exercise his powers under this article

TERM OF OFFICE

54 The term of office for any governor shall be 4 years, save that (i) this time limit shall not apply to the Principal, (ii) a parent governor shall cease to hold office if he ceases to have a child who is a registered pupil at the Academy and (iii) a staff governor shall cease to hold office if he ceases to be employed at the Academy Subject to remaining eligible to be a particular type of governor, any governor may be re-appointed or re-elected

RESIGNATION AND REMOVAL

55 A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect)

56 A governor shall cease to hold office if he is removed by the person or persons who appointed him This article does not apply in respect of any elected governor or a parent governor who has been appointed rather than elected

57 Where a governor resigns his office or is removed from office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the clerk

DISQUALIFICATION OF GOVERNORS

58 No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment No pupil of the Academy shall be a governor

59 A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs

60 A governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated

61 A person shall be disqualified from holding or continuing to hold office as a governor if—

(a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced, or

(b) he is the subject of a bankruptcy restrictions order or an interim order

62 A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)

63 A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)

64 A person shall be disqualified from holding or continuing to hold office as a governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy or which he by his conduct contributed to or facilitated

65 A person shall be disqualified from holding or from continuing to hold office as a governor at any time when he is -

(a) included in the list of individuals who are considered unsuitable to work with children under section 1 of the Protection of Children Act 1999, or

(b) disqualified from working with children under sections 28, 29 and 29A of the Criminal Justice and Court Services Act 2000

66 A person shall be disqualified from holding or continuing to hold office as a governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002

67 A person shall be disqualified from holding or continuing to hold office as a governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993

68 After the Academy has opened a person shall be disqualified from holding or continuing to hold office as a governor if he has not provided to the chairman of governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 In the event that the certificate discloses any information which would in the opinion of either the chairman of governors or the Principal confirm their unsuitability to work with children that person shall be disqualified If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter The determination of the Secretary of State shall be final

69 Where, by virtue of these articles a person becomes disqualified from holding or continuing to hold office as a governor and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the clerk

70 Articles 59 to 69 also apply to any member of any committee of the governors who is not a governor

CLERK TO THE GOVERNING BODY

71 The clerk shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit and any clerk so appointed may be removed by them The clerk shall not be a governor or the Principal Notwithstanding this article, the Governing Body may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting

CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

72 The governors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number A governor who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman

73 Subject to article 74, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article

74 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the clerk The chairman or vice-chairman shall cease to hold office if—

(a) he ceases to be a governor,

(b) he is employed to work at the Academy,

(c) he is removed from office in accordance with these articles, or

(d) in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman

75 Where by reason of any of the matters referred to in article 74, a vacancy arises in the office of chairman or vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy

76 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting

77 Where in the circumstances referred to in article 76 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at the Academy

78 The clerk shall act as chairman during that part of any meeting at which the chairman is elected

79 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot

80 The governors may remove the chairman or vice-chairman from office in accordance with this article

(a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless—

it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting, and

the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings

(b) Before the Governing Body resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response

POWERS OF GOVERNORS

81 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the governors who may exercise all the powers of the Trust No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this article shall not be limited by any special power given to the governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors

82 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the governors shall have the following powers, namely

(a) to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects,

(b) to enter into contracts on behalf of the Trust

83 In the exercise of their powers and functions, the governors may consider any advice given by the Principal and any other executive officer

GOVERNORS' EXPENSES

84 Except to the extent permitted by clause 5 of the memorandum and subject to articles 109 to 111, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a governor in any contract to which the Trust is a party

THE MINUTES

85 The minutes of the proceedings of a meeting of the Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting as clerk for the

purposes of the meeting and shall be signed (subject to the approval of the Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof The minutes shall include a record of

(a) all appointments of officers made by the governors, and

(b) all proceedings at meetings of the Trust and of the governors and of committees of governors including the names of the governors present at each such meeting

DELEGATION

86 The governors may delegate to any governor, committee, the Principal or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by them Any such delegation may be made subject to any conditions the governors may impose and may be revoked or altered

87 Where any power or function of the governors has been exercised by any committee, any governor, Principal or holder of an executive office, that person or committee shall report to the governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the governors immediately following the taking of the action or the making of the decision

88 The governors may establish any committee to exercise, subject to these articles, powers and functions of the governors The constitution, membership and proceedings of any committee of the governors shall be determined by the governors The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors The governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceedings of the committee No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors

PRINCIPAL

89 The governors shall appoint the Principal The governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum at the Academy)

MEETINGS OF THE GOVERNING BODY

90 Subject to these articles, the governors may regulate their proceedings as they think fit

91 The Governing Body shall hold at least one meeting in every school term Meetings of the Governing Body shall be convened by the clerk In exercising his functions under this article the clerk shall comply with any direction—

(a) given by the Governing Body, or

(b) given by the chairman of the Governing Body or, in his absence or where there is

a vacancy in the office of chairman, the vice-chairman of the Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in (a)

92 Any three governors may, by notice in writing given to the clerk, requisition a meeting of the Governing Body and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable

93A Each governor shall be given at least fourteen clear days before the date of a meeting –

(a) notice in writing thereof, signed by the clerk, and sent to each governor at the address provided by each governor from time to time, and

(b) a copy of the agenda for the meeting

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting and the copy of the agenda therefor are given within such shorter period as he directs

93B The governors appointed by the Lead Sponsor shall, if neither of them are able to be present at a particular meeting of the Governing Body, have the right to require that the meeting in question be adjourned In such circumstances the meeting shall be adjourned to such time and place as is specified by the Chairman of the Governing Body but must be held within fourteen days of the date from which it is adjourned The governors appointed by the Lead Sponsor shall not be entitled to require any further adjournments of that meeting

94 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefor

95 A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Body shall not be proposed at a meeting of the Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting

96 A meeting of the Governing Body shall be terminated forthwith if—

(a) the Governing Body so resolve, or

(b) the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with article 99, subject to article 101

97 Where in accordance with article 96 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable but in any event within seven days of the date on which the meeting was originally to be held or was so terminated

98 Where the Governing Body resolve in accordance with article 96 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items and they shall direct the clerk to convene a meeting accordingly

99 Subject to article 101, the quorum for a meeting of the Governing Body and any vote on any matter thereat shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of governors holding office at the date of the meeting) A governor may be part of the quorum at a meeting of the Governing Body if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment and can be heard by all other participants in the meeting

100 The governors may act notwithstanding any vacancies in their number but if the numbers of governors is less than the number fixed as the quorum the continuing governors may act only for the purpose of filling vacancies or of calling a general meeting

101 The quorum for the purposes of—

(a) appointing a parent governor,

(b) any vote on the removal of a member of the Governing Body in accordance with article 60,

(c) any vote on the removal of the chairman of the Governing Body in accordance with article 80

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on those respective matters

102 Subject to these articles, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the members present and voting on the question

103 Subject to articles 99 to 101, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote

104 The proceedings of the Governing Body shall not be invalidated by—

(a) any vacancy among their number, or

(b) any defect in the election, appointment or nomination of any governor

105 A resolution in writing, signed by all of the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors (or as the case may be) a committee of governors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the governors

106 Subject to this article, the Governing Body shall ensure that a copy of—

(a) the agenda for every meeting of the Governing Body,

(b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,

(c) the signed minutes of every such meeting, and

(d) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them

107 There may be excluded from any item required to be made available in pursuance of article 106, any material relating to—

(a) a named teacher or other person employed, or proposed to be employed, at the Academy,

(b) a named pupil at, or candidate for admission to, the Academy, and

(c) any matter which, by reason of its nature, the Governing Body are satisfied should remain confidential

108 Any governor shall be able to participate in meetings of the Governing Body by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting

109 Any governor who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a governor shall disclose that fact to the Governing Body as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Governing Body

110 Without limitation to the generality of article 109, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if

(a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration, or

(b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or

(c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration

111 For the purposes of articles 109 and 110, an interest of a person who is, within the meaning of sections 252 – 255 of the Act, connected with a governor shall be treated as an interest of the governor This shall include

(a) that governor's spouse, child or stepchild, or
(b) a body corporate with which the governor is associated (i e if that governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company), or
(c) a person acting in his capacity as trustee of any trust the beneficiaries of which include
    - the governor, his spouse or any children or stepchildren of his, or

- a body corporate with which he is associated, or

(d) a person acting in his capacity as a partner of that governor or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that governor

PATRONS AND HONORARY OFFICERS

112 The governors may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office

THE SEAL

113 The seal shall only be used by the authority of the governors or of a committee of governors authorised by the governors The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the clerk or by a second governor

ACCOUNTS

114 Accounts shall be prepared in accordance with the provisions of the Act

ANNUAL REPORT

115 The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission

ANNUAL RETURN

116 The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission

NOTICES

117 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the governors need not be in writing

118 A notice may be given by the Trust to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address A member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Trust

119 A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

120 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

121 Subject to the provisions of the Act, every governor or other officer or governor or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust

RULES

122 The governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

a the admission and classification of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

b the conduct of members of the Trust in relation to one another and to the Trust's servants,

c the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes,

(d) the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the governing body in so far as such procedure is not regulated by the articles, and

(e) generally, all such matters as are commonly the subject matter of company rules

123 The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or the articles

124 Notwithstanding the number of members from time to time the maximum aggregate number of votes exercisable by Local Authority Associated Persons (as defined in the Local Government and Housing Act 1989) shall never exceed 19 9% of the total number of votes exercisable by members in general meeting and the votes of the other members having a right to vote at the meeting will be increased on a pro-rata basis

125 No person who is a Local Authority Associated Person may be appointed as a governor if at the time the appointment is to take effect the number of governors who are Local Authority Associated Persons represents 20% or more of the total number of governors Upon any resolution put to the Governing Body the maximum aggregate number of votes exercisable by those governors who are Local Authority Associated Persons shall represent a maximum of 19 9% of the total number of votes cast by the governors on such a

resolution and the votes of the other governors having a right to vote at the meeting will be increased on a pro-rata basis

126 No person who is a Local Authority Associated Person is eligible to be appointed to the office of governor unless his appointment to such office is authorised by the local authority to which he is associated

127 If at the time of either his becoming a member of the Trust or his first appointment to office as a governor any member or governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a governor as the case may be

128 If at any time the number of governors or members who are also Local Authority Associated Persons would (but for Articles 124-129 inclusive) represent 20% or more of the total number of governors or members (as the case may be) then a sufficient number of the governors or members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as governors or members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such governors or members (as the case may be) is never equal to or greater than 20% of the total number of governors or members (as the case may be) Governors or members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment dates the most recently appointed resigning first

129 The members will each notify the Trust and each other if at any time they believe that the Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989)

NAME AND ADDRESS OF SUBSCRIBERS | **SIGNATURE** | **WITNESS**

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Dated 10 November 2008